

**INDEPENDENT AUDITORS' REPORT
TO THE BOARD OF DIRECTORS OF
ONMOBILE GLOBAL LIMITED**

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of **ONMOBILE GLOBAL LIMITED** ("the Company") and its subsidiaries (the Company and its subsidiaries constitute "the Group") for the Quarter ended June 30, 2013 ("the Statement"), being submitted by the Company pursuant to Clause 41 of the Listing Agreements with the Stock Exchanges, except for the disclosures in Part II - Select Information referred to in paragraph 6 below. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
3. We did not review the interim financial results of the two subsidiaries included in the consolidated financial results, whose interim financial results reflect total revenues of Rs.1,861 lakhs and total loss after tax of Rs.254 lakhs for the Quarter ended June 30, 2013, as considered in the consolidated financial results. These interim financial results have been reviewed by other auditors whose reports have been furnished to us by the Management and our report on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors.
4. Based on our review conducted as stated above and based on the consideration of the reports of the other auditors referred to in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956 and other recognised accounting practices and policies, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreements with the stock exchanges, including the manner in which it is to be disclosed, or that it contains any material misstatement.

5. The consolidated financial results includes the interim financial results of twenty four subsidiaries which have not been reviewed by their auditors , whose interim financial results reflect total revenue of Rs.746 lakhs and total loss after tax of Rs.314 lakhs for the Quarter ended June 30, 2013 as considered in the consolidated financial results. These interim financial results have been certified by the Management of the Company and, our report on the Statement, in so far as it relates to the amounts included in respect of these entities, is based solely on such certified interim financial results. Based on the explanations provided by the Management, it is expected that there would be no material impact on these interim financial results consequent to any possible adjustments in respect of the aforesaid entities since, the size of these entities in the context of the Group, is not material. Our report is not qualified in respect of this matter.

6. Further, we also report that we have traced the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding and the number of shares as well as the percentage of shares pledged/encumbered and non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding in terms of Clause 35 of the Listing Agreements and the particulars relating to investor complaints disclosed in Part II - Select Information for the Quarter ended June 30, 2013 of the Statement, from the details furnished by the Management/Registrars.

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm Registration No.008072S)


V. Balaji
Partner
(Membership No. 203685)

BANGALORE, 31 July, 2013
VB/VBA/SMG/ASH/2013

OnMobile Global Limited

Consolidated Financial Results for the Quarter ended June 30, 2013

Amount in Rs Lakhs except earnings per share and shareholding data

Part- I					
Statement of Consolidated Unaudited / Audited Results:					
Sl. No	Particulars	Quarter ended			Year ended
		June 30, 2013 (Unaudited)	March 31, 2013 (Unaudited) (Refer Note 7)	June 30, 2012 (Unaudited)	March 31, 2013 (Audited)
1	Income from Operations				
	Telecom Value Added Services	18,968	18,410	18,521	72,527
	Total Income from Operations	18,968	18,410	18,521	72,527
2	Expenses				
	(a) Cost of sales and services				
	- Content fee and royalty	1,732	1,185	2,387	6,987
	- Other sales and services	798	1,026	1,324	3,957
	- Consumption of materials	-	-	-	211
	(b) Employee benefits expense	7,516	6,611	7,657	28,905
	(c) Depreciation and amortisation expenses	2,961	2,455	2,425	9,862
	(d) Other Expenses	4,733	6,091	3,565	17,531
	Total Expenses	17,740	17,368	17,358	67,453
3	Profit from operations before Other income and Finance cost (1-2)	1,228	1,042	1,163	5,074
4	Other Income	1,228	437	593	2,204
5	Profit before Finance cost (3+4)	2,456	1,479	1,756	7,278
6	Finance cost	44	57	92	270
7	Profit before Tax (5-6)	2,412	1,422	1,664	7,008
8	Tax expense	1,006	342	712	2,290
9	Net profit for the period (7-8)	1,406	1,080	952	4,718
10	Paid up equity share capital (Face value of Rs 10/- each)	11,416	11,415	11,500	11,415
11	Reserves excluding revaluation reserves				79,487
12	Earnings per share (in Rs) (not annualised)				
	(a) Basic	1.2	0.9	0.8	4.1
	(b) Diluted	1.2	0.9	0.8	4.1
Part- II					
Select Information for the Quarter ended June 30, 2013					
A	PARTICULARS OF SHAREHOLDING				
1	Public Shareholding				
	- Number of shares	7,03,83,988	7,03,79,128	5,72,57,133	7,03,79,128
	- Percentage of shareholding	61.66	61.65	50.25	61.65
2	Promoters and promoter group Shareholding				
	a) Pledged/Encumbered				
	- Number of shares	-	-	89,31,400	-
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	-	-	15.76	-
	- Percentage of shares (as a % of the total share capital of the Company)	-	-	7.84	-
	b) Non-encumbered				
	- Number of shares	4,37,73,696	4,37,73,694	4,77,50,777	4,37,73,694
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100.00	100.00	84.24	100.00
	- Percentage of shares (as a % of the total share capital of the Company)	38.34	38.35	41.91	38.35

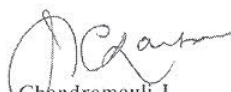
B INVESTOR COMPLAINTS

Particulars	Quarter ended June 30, 2013
Pending at the beginning of the quarter	-
Received during the quarter	5
Disposed off during the quarter	5
Remaining unresolved at the end of the quarter	-

Notes:

- 1 The above results have been reviewed by the Audit Committee and taken on record by the Board of Directors at its meeting held on July 31, 2013.
- 2 The above results include consolidated results of the Company, subsidiaries and associates : OnMobile Singapore Pte Limited, PT OnMobile Indonesia, OnMobile Europe B.V., VoxMobili S.A., OnMobile S.A., (erstwhile Telisma S.A).. Phonetize Solutions Private Limited (under liquidation) , OnMobile USA LLC, Servicios De Telefonía OnMobile SA DE CV, OnMobile Global SA , OnMobile Brasil Sistemas de Valor Agregado Para Comunicacoes Moveis Ltda, OnMobile DE Venezuela C.A, OnMobile Global for Telecommunication Services, OnMobile Senegal SARL, OnMobile Uruguay S.A., OnMobile Bangladesh Private Limited , OnMobile Mali SARL , OnMobile Servicios Corporativos De Telefonía S.A. DE C.V., OnMobile Kenya Telecom Limited , OnMobile Telecom Limited , Kabuza Marketing Private Limited (joint venture upto November 23, 2012). OnMobile Global Spain S.L.U. (incorporated on June 21, 2012), OnMobile Costa Rica OBCR SA. , OnMobile Uganda Telecom Limited (incorporated on August 3, 2012), OnMobile Zambia Telecom Limited (incorporated on June 15, 2012), OnMobile Madagascar Telecom Limited (incorporated on July 25, 2012), OnMobile Rwanda Telecom Limited (incorporated on August 23, 2012), OnMobile Nigeria Telecom Limited (incorporated on August 17, 2012), OnMobile Tanzania Telecom Limited (incorporated on August 24, 2012) OnMobile Ghana Telecom Limited (incorporated on August 31, 2012), OnMobile Telecom (SL) Limited (incorporated on November 2, 2012), OnMobile Global Solutions Canada Limited (incorporated on October 12, 2012), OnMobile Global Italy S.R.L (incorporated on March 27, 2013), Mobile Voice Kconnect Private Limited (Associate - incorporated on September 12, 2012), Onmobile Turkey Telekomunikasyon Sistemleri Limited Şirketi (incorporated on April 15, 2013), Onmobile Telecom Burkina Faso, SARL (incorporated on May 15, 2013), OnMobile Portugal SGPS (incorporated on April 15, 2013) and hence the figures of previous period/year are not comparable.
- 3 The Company has on June 1, 2013 entered into a definitive agreement to acquire the business assets and liabilities of Livewire Mobile, a leading provider of end-to-end managed mobile entertainment solutions for network operators and consumer device manufacturers for a total cash consideration of USD 17.8 Millions through its wholly owned subsidiary OnMobile USA LLC. This acquisition is consummated on July 19, 2013.
- 4 As part of the ongoing alignment of business operations, the Company has transferred the business of its Spain branch to Onmobile Global Spain, S.L.U., a wholly owned Subsidiary, with effect from April 1, 2013.
- 5 The net gain on foreign currency transactions and translations included in Other Income for the quarter ended June 30, 2013 is Rs. 991 Lakhs as against a loss for the quarter ended March 31, 2013 and June 30, 2012 of Rs. 825 Lakhs and Rs. 79 Lakhs respectively. The loss for the year ended March 31, 2013 was Rs. 1,168 Lakhs.
- 6 The Company is engaged in providing value added services in telecom business and its operations are considered to constitute a single segment in the context of Accounting Standard 17 - "Segment Reporting".
- 7 The figures for the last quarter ended March 31, 2013 are the balancing figures between audited figures in respect of the full financial year and published year to date figures upto the third quarter of the previous financial year.
- 8 Previous period figures have been reclassified/ regrouped wherever necessary.

on behalf of Board of Directors



Chandramouli J
Managing Director

Place: Bangalore
Date: July 31, 2013

INDEPENDENT AUDITORS' REPORT TO THE BOARD OF DIRECTORS OF ONMOBILE GLOBAL LIMITED

1. We have reviewed the accompanying Statement of Standalone Unaudited Financial Results of **ONMOBILE GLOBAL LIMITED** ("the Company") for the Quarter ended June 30, 2013 ("the Statement"), being submitted by the Company pursuant to Clause 41 of the Listing Agreements with the Stock Exchanges, except for the disclosures in Part II - Select Information referred to in paragraph 4 below. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956 and other recognised accounting practices and policies, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreements with the stock exchanges, including the manner in which it is to be disclosed, or that it contains any material misstatement.
4. Further, we also report that we have traced the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding and the number of shares as well as the percentage of shares pledged/encumbered and non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding in terms of Clause 35 of the Listing Agreements and the particulars relating to investor complaints disclosed in Part II - Select Information for the Quarter ended June 30, 2013 of the Statement, from the details furnished by the Management.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm Registration No.008072S)


V. Balaji
Partner
(Membership No. 203685)

BANGALORE, 31 July, 2013
VB/VBA/SMG/ASH/2013

OnMobile Global Limited

Financial Results for the Quarter ended June 30, 2013

Amount in Rs Lakhs except earnings per share and shareholding data

Part- I					
Statement of Standalone Unaudited/ Audited Results:					
Sl. No	Particulars	Quarter ended			Year ended
		June 30, 2013 (Unaudited)	March 31, 2013 (Unaudited) (Refer Note 7)	June 30, 2012 (Unaudited)	March 31, 2013 (Audited)
1	Income from Operations				
	(a) Telecom Value Added Services	11,023	11,325	13,277	46,643
	(b) Other Operating Income	1,655	920	-	4,339
	Total Income from Operations	12,658	12,245	13,277	50,982
2	Expenses				
	(a) Cost of sales and services				
	- Content fee and royalty	576	812	2,304	5,447
	- Other sales and services	1,031	1,379	1,247	4,666
	(b) Employee benefits expense	4,425	3,276	4,203	15,454
	(c) Depreciation and amortisation expenses	2,486	2,248	2,316	9,227
	(d) Business development expenses	373	604	1,842	4,241
	(e) Other Expenses	2,622	2,672	2,333	9,820
	Total Expenses	11,513	10,991	14,245	48,855
3	Profit/(loss) from operations before Other income and Finance cost (1-2)	1,145	1,254	(968)	2,127
4	Other Income	941	262	420	1,614
5	Profit/(loss) before Finance costs (3+4)	2,086	1,516	(548)	3,741
6	Finance costs	35	39	82	226
7	Profit/(loss) before tax (5-6)	2,051	1,477	(630)	3,515
8	Tax expense	733	63	416	876
9	Net profit/(loss) for the period (7-8)	1,318	1,414	(1,046)	2,639
10	Paid up equity share capital (Face value of Rs 10/- each)	11,416	11,415	11,394	11,415
11	Reserves excluding revaluation reserves				72,218
12	Earnings/(loss) per share (in Rs) (not annualised)				
	(a) Basic	1.2	1.2	(0.9)	2.3
	(b) Diluted	1.2	1.2	(0.9)	2.3

Part- II

Select Information for the Quarter ended June 30, 2013

A	PARTICULARS OF SHAREHOLDING				
1	Public Shareholding				
	- Number of shares	7,03,83,988	7,03,79,128	5,72,57,133	7,03,79,128
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B INVESTOR COMPLAINTS

Particulars	Quarter ended June 30, 2013
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Remaining unresolved at the end of the quarter	-

Notes:

- 1 The above results have been reviewed by the Audit Committee and taken on record by the Board of Directors at its meeting held on July 31, 2013.
- 2 The Company has on June 1, 2013 entered into a definitive agreement to acquire the business assets and liabilities of Livewire Mobile, a leading provider of end-to-end managed mobile entertainment solutions for network operators and consumer device manufacturers for a total cash consideration of USD 17.8 Millions through its wholly owned subsidiary OnMobile USA LLC. This acquisition is consummated on July 19, 2013.
- 3 During the quarter, the Company has incorporated Onmobile Turkey Telekomunikasyon Sistemleri Limited Şirketi, Onmobile Telecom Burkina Faso, SARL and OnMobile Portugal SGPS as its wholly owned subsidiaries.
- 4 As part of the ongoing alignment of business operations, the Company has transferred the business of its Spain branch to Onmobile Global Spain, S.L.U., a wholly owned Subsidiary, with effect from April 1, 2013.
- 5 The net gain on foreign currency transactions and translations included in Other Income for the quarter ended June 30, 2013 is Rs. 741 Lakhs as against a loss for the quarter ended March 31, 2013 and June 30, 2012 of Rs. 311 Lakhs and Rs. 215 Lakhs respectively. The loss for the year ended March 31, 2013 was Rs. 623 Lakhs.
- 6 As part of the Company's periodic review of its transfer pricing policy as also the substantial growth in its international operations, the Company applied a revised global transfer pricing policy in December 2012 for the financial year ended March 31, 2013. The cumulative impact of applying the above policy upto the nine months ended December 31, 2012 was given effect to in the quarter ended December 31, 2012. Accordingly, the figures for the quarter ended June 30, 2012 disclosed in these results are as published earlier and do not consider the impact on applying of the above policy. The "other operating income" and the consequent profit for the quarter ended June 30, 2012 would have been higher by Rs. 1,094 lakhs, had the policy been applied for the said period.
- 7 The figures for the quarter ended March 31, 2013 are the balancing figures between audited figures and the published year-to-date figures upto the third quarter of the previous financial year.
- 8 Previous period figures have been reclassified/ regrouped wherever necessary.

on behalf of Board of Directors


Chandramouli V.
Managing Director

Place: Bangalore
Date: July 31, 2013